

Andrew T. Solomon (9200)
SULLIVAN & WORCESTER LLP
1633 Broadway, 32nd Floor
New York, NY 10019
(212) 660-3000

*Attorneys for Defendants Altobridge Limited
and Altobridge Corporation*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
ALTO LENDING, LLC,	:
	:
Plaintiff,	:
	:
-against-	:
	:
ALTOBRIDGE LIMITED, ALTOBRIDGE	:
CORPORATION and INTEL CORPORATION	:
	:
Defendants.	:
	:
-----X	

Case No.: 12-CV-7391

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

I, Susan Larkin, being duly sworn, deposes and say:

1. I am over 18 years of age, a resident of New York County, and not a party to this action.

2. On October 2, 2012, I served a copy of Altobridge Limited and Altobridge Corporation's Notice of Filing of Notice of Removal (the "Notice") (copy attached hereto as Exhibit A) on Steven Seltzer, Esq., of Yuen Roccanova Seltzer & Sverd P.C., 132 Nassau Street, Suite 1300, New York, New York, 10038, attorney for plaintiff, by electronic mail.

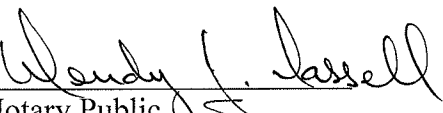
3. On October 2, 2012, I also filed the Notice, pursuant to Section 202.5-bb of the Uniform Rules for the Trial Courts, in the removed action, *Alto Lending, LLC v. Altobridge*

Limited, Index No. 652601/2012 Supreme Court, New York County, in the New York State Courts Electronic Filing ("NYSCEF") system.



SUSAN LARKIN

Sworn to before me this
8th day of October 2012



Notary Public

WENDY J. VASSELL
Notary Public, State of New York
No. 01VA6138466
Qualified in Queens County
Commission Expires Dec. 19, 2013

EXHIBIT A

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

ALTO LENDING, LLC,

Plaintiff,

-against-

ALTOBRIDGE LIMITED, ALTOBRIDGE CORPORATION and INTEL CORPORATION

Defendants.

Index No. 652601/2012

**NOTICE OF FILING OF
NOTICE OF REMOVAL**

PLEASE TAKE NOTICE that on October 2, 2012, Defendants, Altobridge Limited and Altobridge Corporation, timely filed a Notice of Removal of this action from the Supreme Court of the State of New York, County of New York, to the United States District Court for the Southern District of New York. A copy of the Notice of Removal, without the attachments, is attached hereto.

Pursuant to 28 U.S.C. § 1446(d), this Court shall proceed no further in this matter unless and until this action is remanded.

Dated: New York, New York
October 2, 2012

SULLIVAN & WORCESTER LLP

By: /s/ Andrew T. Solomon

1633 Broadway
New York, NY 10019

*Attorneys for Altobridge Limited and
Altobridge Corporation*

JUDGE CARTER

Andrew T. Solomon (9200)
SULLIVAN & WORCESTER LLP
1633 Broadway, 32nd Floor
New York, NY 10019
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12 CV 7391

*Attorneys for Defendants Altobridge Limited and
Altobridge Corporation*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
ALTO LENDING, LLC,

Plaintiff,

-against-

ALTOBRIDGE LIMITED, ALTOBRIDGE
CORPORATION and INTEL CORPORATION

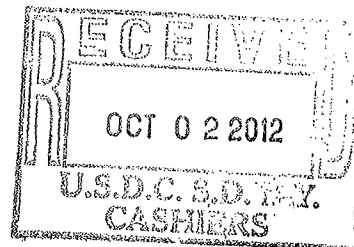
Defendants.
-----X

Case No.: 12-cv-7391

NOTICE OF REMOVAL

TO:

THE CLERK OF THE UNITED STATES
DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK:



Defendants Altobridge Limited and Altobridge Corporation, by and through their attorneys, file this Notice of Removal pursuant to 28 U.S.C. §§ 1332, 1441 and 1446 to remove this case from the Supreme Court of the State of New York, County of New York, to the United States District Court for the Southern District of New York. The grounds for removal of this action are as follows:

1. Plaintiff commenced this action, *Alto Lending LLC v. Altobridge Limited, Altobridge Corporation and Intel Corporation*, Index No. 652601/12 (Sup. Ct. New York

County), with the filing of a Summons and Verified Complaint on July 27, 2012 (the "Verified Complaint"). A copy of the Verified Complaint is attached hereto as Exhibit 1.

2. On September 6, 2012, the parties entered a Stipulation (the "Stipulation") acknowledging service of the Verified Complaint. The Stipulation is attached hereto as Exhibit 2. Pursuant to the Stipulation, Altobridge Limited and Altobridge Corporation (the "Altobridge Defendants") were served on September 6, 2012.

3. This petition for removal is, therefore, timely filed pursuant to 28 U.S.C. § 1446(b) because it is filed within thirty days of the service date. *See Murphy Brothers, Inc. v. Michetti Pipe Stringing, Inc.*, 526 US 344 (1999).

4. The Court has subject matter jurisdiction based on diversity of citizenship. This is shown as follows:

5. According to the Verified Complaint, plaintiff is a limited liability company organized under the laws of New York. (*See* Verified Complaint at ¶ 2.) For purposes of diversity, the citizenship of a limited liability company is determined by the citizenship of its Members. (*See Cosgrove v. Bartolotta*, 150 F.3d 729, 731 (7th Cir. 1998) (Posner, J.)) Upon information and belief, plaintiff's sole member, Rondout Capital Management, Inc., is a Nevada corporation with its principal place of business located in New York, New York. Therefore, for purposes of diversity, pursuant to 28 U.S.C. § 1332(c)(1), plaintiff is a dual citizen of New York and Nevada.

6. Defendant Altobridge Limited is an Irish corporation with its principal place of business located at Kerry Technology Park, Tralee, Co Kerry, Ireland. For purposes of diversity, it is a citizen of a foreign state.

7. Defendant Altobridge Corporation is a Delaware corporation with its principal place of business located at 541 East Trimble Road, San Jose, California. For purposes of diversity, therefore, Altobridge Corporation is a dual citizen of Delaware and California.

8. Defendant Intel Corporation is incorporated under the laws of Delaware with its principal place of business located at 220 Mission College Boulevard, Santa Clara, California. For purposes of diversity, therefore, Intel Corporation is a dual citizen of Delaware and California.

9. This Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1332(a)(1) and (a)(2) because there is complete diversity between the plaintiff, which is a citizen of Nevada and New York, and the defendants, which are citizens of Delaware, California and of a foreign state.

10. The case also meets the amount in controversy requirement under 28 U.S.C. § 1332(a). Plaintiff's Verified Complaint alleges that Altobridge Limited and Altobridge Corporation breached their duties and obligations by failing to carry out the terms of a proposed joint venture with plaintiff as memorialized in a non-binding term sheet. As a result, plaintiff claims it has suffered damages in excess of \$1,000,000, which is in excess of \$75,000.

11. Defendant Intel Corporation consents to the removal of this action pursuant to 28 U.S.C. § 1446(b)(2)(A).

12. For the foregoing reasons, this Court has original jurisdiction of this civil action, and removal is timely and proper.

13. A Notice of Filing of Notice of Removal will be filed in the Supreme Court of the State of New York, County of New York, with copies served on counsel of record, pursuant to 28 U.S.C. § 1446(a) and (d).

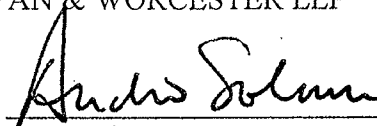
14. This Notice is filed without waiver of or prejudice to the rights, defenses and positions of the defendants in the action, and is not an acknowledgement that defendants are liable to plaintiff in an amount in excess of \$75,000, or in any other amount.

WHEREFORE, the Altobridge defendants hereby give notice that the above-referenced action now pending against them in the Supreme Court of New York, New York County, has been removed therefrom to this Court.

Dated: New York, New York
October 1, 2012

SULLIVAN & WORCESTER LLP

By:



Andrew T. Solomon (9200)

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(212) 660 - 3000

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Altobridge Corporation*